

TENNESSEE REGULATORY AUTHORITY



Pat Miller, Chairman
Deborah Taylor Tate, Director
Sara Kyle, Director
Ron Jones, Director

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

April 8, 2005

Mr. Eric J. Branfman, Counsel
Ms. Grace R. Chiu, Counsel
Ms. Jeanne W. Stockman
The Washington Harbour
3000 K Street, N.W. Suite 300
Washington, D.C. 20007-5116

RE: Docket 05-00093: Petition for Approval of the Indirect Transfer of Control of ATX Licensing, Inc. to Leucadia National Corporation

Dear Messrs Branfman, Chiu, and Stockman:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by April 22, 2005, and refer to this correspondence as Data Request No. 1 in the response.

1. Provide a citation to a statute, rule, or order which warrants the petition's approval.
2. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
3. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.
4. Provide the number of customers that ATX Licensing, Inc. currently has in Tennessee.
5. Will all ATX Licensing, Inc. customers in Tennessee be transferred to Leucadia National Corporation?
6. What telecommunication services will ATX Licensing, Inc. continue to provide under its current CCN in Tennessee after the transfer?
7. Consistent with TRA Rule 1220-4-2-.56(2) (d), provide a current customer notice or letter informing customers of the change in ownership and/or operating authority.

8. Verify all current CCNs issued with the Authority, and provide copies of all current business licenses of Leucadia National Corporation and ATX Licensing, Inc. filed with the Tennessee Secretary of State's Office.
9. Confirm that petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.
10. Please provide a contact name, address, telephone, and facsimile number for Leucadia National Corporation.
11. Re-file this Petition as a Joint Petition between the parties or provide a signed statement from Leucadia National Corporation verifying that the information contained in the Petition is true and correct to their best knowledge, information, and belief.

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,

Aster Adams (WP) BB

Aster Adams, Chief
Competitive Markets & Policy Division

c: Mr. Pat Miller, Chairman
Ms. Sharla Dillon, Docket Room Manager